

HE MAN #10: "Dragon's Brood" BROADCAST SCRIPT 10/18/02

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ACT ONE

FADE IN:

EXT. FOREST - DAY

WIDE - A primeval forest -- huge, redwood-like trees tower above giant ferns & lichen-covered rocks. ADAM & TEELA come ZOOMING THRU on SKY SLEDS, PAST CAMERA & TOWARDS THE HORIZON.

ANGLE 50 yards up ahead - ADAM & TEELA zoom into shot & stop. DOWN BELOW - CRINGER runs INTO SHOT, PANTING, & stops below Adam's Sky Sled. Teela looks over at Adam mischievously.

TEELA

Race you to the next clearing!

ADAM

I don't think my father had racing in mind when he sent us on this mission.

TEELA - OTS ADAM - Teela grins challengingly at Adam as she REVS the engine of her Sky Sled.

TEELA

What's the matter? Afraid I'll beat you?

ANGLE ON ADAM & CRINGER - Cringer looks up at Adam imploringly, not wanting him to race, but Adam looks over at Teela, reacting to her challenge. He gets a "game face" on & REVS his idling Sky Sled. They nod at each other.

REVVING THEIR SLEDS, Teela & Adam race OUT OF SHOT. After a moment's hesitation (as if thinking "oh dear") Cringer runs after them.

TRACK TEELA & ADAM (ABOARD SKY SLEDS) -- ENGINES ROARING, they weave through trees, dodge around boulders at breathtaking speeds, with ADAM pulling into the lead.

TRACK ADAM (ON HIS SKY SLED) - ROARING along on his Sky Sled. Suddenly we hear a FIERCE HAWK-LIKE SHRIEK from OS -- & Adam looks around, surprised, then brings his Sky Sled to a stop. With Adam stopped, Teela ROARS THRU THE SHOT on her Sky Sled, but Adam pays no attention to her.

PAN WITH TEELA (ON HER SKY SLED) - Looking back toward Adam, she circles the edge of the clearing that was their goal & then heads back TOWARD THE CAMERA.

ON ADAM - who lands his Sky Sled as Teela ENTERS SHOT & lands her Sky Sled beside him.

TEELA

(gloating)

Smart move -- giving up. Told ya I'd beat ya to the clearing.

Cringer catches up with them, running INTO SHOT & stopping between them, out of breath.

ADAM

I thought I heard something.

LONG ON CAVE ENTRANCE - OTS ADAM - As he turns & looks towards a rugged, boulder-strewn cave opening we see through the trees.

TEELA & ADAM - As Adam turns back to Teela, she gives him a doubtful, smirking look.

TEELA

Uh-huh.

But suddenly they react, looking OFF again as they hear a LOUD, HAWK-LIKE SCREECH OS.

ADAM

Sounds like an animal in trouble -- coming from that cave.

WIDER ON ADAM & TEELA - Adam starts to dismount from his Sky Sled, but Teela lays a cautioning hand on his arm.

TEELA

Hold it. You know there's nothing more dangerous than a frightened animal.

ADAM

I'll be safe. I've got you to protect me.

WIDE - Adam heads thru the trees toward the cave entrance, followed by an exasperated Teela. Cringer cowers behind the Sky Sleds.

CUT TO:

INT. HUGE CAVE - DAY

WIDE ANGLE - Adam and Teela enter the huge cave, one end of which is blocked by fallen rocks.

ON A DRAGON'S CLAW - Just a talon & part of a dragon toe is sticking out of the pile of boulders at the end of the cave. Adam & Teela ENTER SHOT looking in amazement at the talon.

TEELA

If that's a toe, I don't want to *see* what it's attached to.

But Adam steps up to the wall of boulders & peers in through a fissure between two of the boulders.

ADAM

We can't just leave it trapped here -- no matter what it is.

ON A LARGE PAIR OF CAT-LIKE EYES - ADAM'S POV - In the darkness on the other side of the boulders, all we can see is a gleaming pair of large cat-like eyes -- & then the nostrils of a giant snout are pressed against the fissure, SNIFFING.

TEELA & ADAM - Adam steps away from the fissure in the rocks, looking around for a way to attack the problem.

TEELA

It would take He-Man to move those boulders.

ADAM

Well, I'm no He-Man..._

He takes Teela's Cobra Amulet from her belt. It telescopes into her Cobra Staff.

TEELA

Hey!

ADAM

But maybe if we used a little leverage.

ANGLE ON ADAM - He turns to the huge pile of boulders & wedges one end of the staff between two boulders near the huge talon. He starts pushing on the staff.

ADAM

Come on! Lend me a little of that warrior girl
muscle!

WIDEN as Teela ENTERS SHOT & starts pushing on the staff, STRAINING, trying to lever the boulders loose. Small stones crumbles from the fissure as a boulder shifts slightly.

WIDER ANGLE ON ADAM & TEELA - As the boulders suddenly give way in a ROCKSLIDE, Adam & Teela are knocked to one side as, with a FURIOUS ROAR, the MOTHER DRAGON (neither they, nor the audience, know what the creature is) rushes out in the FG, so big that we can't see all of the creature at once, & OUT OF SHOT. Then we hear a FLAPPING OF ENORMOUS WINGS OS. DUST from downdrafts CLOUD THE FRAME.

TEELA & ADAM - get to their feet, dusting themselves off.

TEELA

What *was* that?

ADAM

(a bit shaken)

Beats me, but, uh, maybe we'd better get moving
before it comes back. Wounded animals can be
dangerous.

Adam heads OUT OF SHOT while Teela looks at him wryly.

TEELA

Gee. I never knew that.

WIPE TO:

EXT. SNAKE MOUNTAIN - DAY

PUSHING IN SLOWLY on the base of the dark, grim mountain.

CUT TO:

INT. BEAST-MAN'S DEN - DAY - CONTINUOUS



WIDE - BeastMan's den is a huge chamber -- stone walls lined with rows of barred cave-like openings, as WE HEAR ROARS, GROWLS, SNARLS OS from caged animals he has imprisoned there. BEAST-MAN holds up a large sack, showing it off to EVIL-LYN.

A SERPINTAUR watches eagerly over Beast-Man's shoulder.

EVIL-LYN

(skeptical)

You fought a dragon?

Beast-Man shrugs dismissively.

BEAST-MAN

Well, no -- <gestures toward Serpintaur> -- he did.

But *I* made the roof crash down and trapped it in its own cave.

ANGLE ON EVIL-LYN, SERPINTAUR, AND BEAST-MAN - Evil-Lyn looks at Beast-Man contemptuously.

EVIL-LYN

What would *you* want dragon's eggs for, anyway?

Beast-Man shoots an irritated glance at the Serpintaur as it gives a HISSING GROWL.

BEAST-MAN

No -- not for breakfast!

BEAST-MAN - OTS EVIL-LYN - Beast-Man's expression shows his greed and ambition as he explains to Evil-Lyn.

BEAST-MAN

Never could control dragons, but I figured if could hatch 'em out of the eggs and raise 'em myself --

Beast-Man and Evil-Lyn look OFF in surprise as they hear:

SKELETOR (O.S.)

And give them to me?

WIDER ON GROUP - SKELETOR strides INTO SHOT, flanked by TRI-KLOPS, CLAWFUL and TRAPJAW, and looks imperiously at Beast-Man, who squirms uncomfortably under his gaze.

SKELETOR (CONT'D)

You *were* planning on giving them to me, weren't you, Beast-Man? To use against He-Man and those wretched Masters?

ON BEAST-MAN - OTS SKELETOR - Beast-Man gulps nervously.

BEAST-MAN
(GULP) C-course, I was, Skeletor.

Beast-Man reaches into the sack and then reacts with surprise, staring into it. There's nothing in there.

BEAST-MAN AND SERPINTAUR - Beast-Man turns angrily on the Serpintaur, CRACKING HIS WHIP.

Beast-Man suddenly becomes nervous as the Serpintaur GROWLS MENACINGLY -- you don't threaten a Serpintaur -- but they both look OFF, surprised as they hear:

SKELETOR (O.S.)
There's a hole in the sack.

BEAST-MAN - Puzzled, he sticks his arm in the sack -- and his hand comes out a hole in the bottom. He waggles his fingers.

BEAST-MAN
Uh, *thought* I heard a splash back when we were crossin' that stream.

SKELETOR AND TRI-KLOPS - as Skeletor turns to Tri-Klops.

SKELETOR
Find my dragon eggs.

Tri-Klops turns to a Doomseeker that hovers nearby.

The Doomseeker zips OUT OF SHOT to obey.

CUT TO:

EXT. FOREST STREAM - DAY

ORKO - juggles 4 small balls, while providing showman patter.



ORKO

Don't be shy! Gather round for Eternia's most
amazin' display of the juggler's art!

PULL BACK TO REVEAL that his audience is an ETERNIAN FURRY SQUIRREL-
LIKE ANIMAL.

ORKO (CONT'D)

Four balls in the air and at no time do my hands
leave my wrists!

Suddenly the squirrel-like animal leaps up, snatches one of the balls out of the air, and
runs OUT OF SHOT with it. Orko reacts with indignant surprise --

ORKO (CONT'D)

Hey!

-- and the three remaining balls BOUNCE off his head.

A CREVICE AMONG THE ROCKS ON THE GROUND - The three balls fall INTO
SHOT, BOUNCE on the ground, & roll down into the crevice.

ORKO - reacts with dismay.

ORKO

Oh...

Orko looks OFF -- and then reacts excitedly.

ORKO'S POV - A large white oval-ish "ball" floats past in the stream, then three more
"oval balls".

WIDER ON THE "BALLS" - A delighted Orko zips INTO SHOT and plucks the four
"balls" from the water.

Delighted, he zips OFF. HOLD ON SHOT- After Orko has gone, a Doomseeker flies
INTO SHOT, moving slowly along the stream, searching for the eggs.

WIPE TO:



EXT. VILLAGE OF FELIS QADI- SUNSET

LONG SHOT - An exotic, lushly landscaped, primitive village nestled between craggy
mountains (think Eternian version of

African-meets-Polynesian). NOTE: THE VILLAGE NAME IS A COMBINATION OF LATIN AND TURKISH AND TRANSLATES AS CAT-CAT, and we see humanoid feline cat-people -- QADIANS -- at work in the village. PAN over to a rocky promontory overlooking the village as Adam and Teela ride up on their Sky Sleds and stop. Cringer follows them on the ground.

CLOSER ON ADAM AND TEELA - Adam pulls a bag from the storage compartment of his Sky Sled.

ADAM

We'd better get ready before we go talk to Chief Carnivus.

He opens the bag, pulls out a large, showy medal and hangs it around his neck: the GREAT SEAL OF ETERNIA.

ADAM (CONT'D)

My Dad says (imitating Randor) "if you're representing the Kingdom of Eternia, you must look the part."

TEELA

(smirking)

Royal protocol, your highness.

ADAM reaches in the bag again, pulls out a large FORMAL GOWN.

ADAM

(with sly smile) Oh...and Dad wanted *you* to wear *this*.

ON TEELA - Her expression clearly shows that she is mortified as Adam steps INTO SHOT and holds the dress up to her.

ADAM

(relishing it) Royal protocol.

WIPE TO:

EXT. ETERNIA PALACE - NIGHT

WIDE ON THE PALACE - peaceful under a glowing full moon.

INT. CORRIDOR IN ETERNIA PALACE - NIGHT - CONTINUOUS



MAA walking down the darkened corridor. Suddenly, he stops, all senses on the alert as he hears some CLINKING & CLATTERING. He moves cautiously to one of the doors opening off the corridor, prepares to open it, his mace at the ready.

INT. ETERNIA PALACE BANQUET HALL - NIGHT - CONTINUOUS

ON THE DOOR FROM THE CORRIDOR - Suddenly the DOOR IS KICKED OPEN & MAA rushes in, mace at the ready -- & freezes in surprise at what he sees. PULL BACK to reveal RAM-MAN seated at the banquet table, unconcernedly chowing down on a platter piled high with food. Man-At-Arms, chagrined, relaxes.

MAN-AT-ARMS

A little early for a midmoon snack, isn't it, Ram Man?

RAM-MAN

(mouth stuffed, chewing)

I know. I'll have to come back for *that* at midmoon.

MAA cocks a wry eyebrow, shaking his head and leaves the room as Ram Man starts eating, stuffing his face hungrily, SLURPING AND SMACKING.

CLOSER ON RAM MAN - As Ram Man starts to take a huge bite from something that looks like a turkey leg, Orko suddenly ZIPS in, hovering over the table in front of him.

ORKO

Hi ya, Rammie! Mind if I try out some new moves on ya?

RAM-MAN

(a bit nervous)

Y'aren't gonna make me disappear, are ya? Last time it took me three days to find myself.

OTS RAM MAN - Orko pulls out the "balls" he found (actually dragon eggs) and starts juggling...but suddenly gets flustered and the "balls" fly out of his hands.

ORKO

All ya gotta do is watch. Four balls in the air and at no time do my hands leave my--Oops!

BANQUET HALL FLOOR - The "balls" fall INTO SHOT & SPLAT on the floor & four BABY DRAGONS pop out with MEWLING "ROARS."



UPSHOT ON RAM-MAN & ORKO - BABY DRAGONS' POV - Orko stares in shocked surprise down TOWARD CAMERA. Slightly behind him, Ram-Man applauds, genuinely impressed with Orko's "trick."

Orko bends down TOWARD THE CAMERA, with an "awww" smile -- but suddenly he's sent diving for cover ALARMED, as FIRE FLAMES UP INTO SHOT.

ORKO

Awww. Dragon babies. They're so cu --
Eyaaagggghh!

FOLLOW THE BABY DRAGONS - rampaging through the banquet hall, blasting fire at SHINY serving platters, cutlery, a chandelier, anything that GLEAMS or GLINTS.

RAM MAN - rips a tapestry off the wall and throws it over the baby dragons, trapping them.

WIDE - Man-At-Arms rushes in as Ram Man and Orko step back from the tapestry, looking relieved.

Before Ram Man can answer, the dragons erupt out of the tapestry in a BALL OF FIRE (they've burned their way thru it), as MAA instinctively pivots & FIRES A CONCUSSIVE BLAST FROM HIS MACE.

A WINDOW - The four baby dragons, SQUEAKING AND "ROARING," rush INTO SHOT, leaping out the window, taking flight.

MAA - turns to ORKO and RAM-MAN and eyes them sternly.

MAN-AT-ARMS

(stern) Where did those hatchling dragons come from?

ORKO

(raises hand as if in class)
Ooh - I know, I know! (proudly) From dragon mothers!

Man-At-Arms gives Orko an annoyed look, then ADJUST TO DOWNANGLE - as MAA sees the BROKEN DRAGON EGGS ON THE FLOOR.

MAN-AT-ARMS

That's not what I-- (sees the eggs)

Hmmm.

ORKO - He shrugs guiltily.

ORKO

I thought they were, heh, juggling balls. (indicates the window) Oh well, they're gone now, anyhow.

MAA - He steps to the window and looks out, concerned.

MAN-AT-ARMS

Let's hope so. Young dragons grow fast.

DISSOLVE TO:

EXT. ETERNIA PALACE - SUNRISE

MEKANEK on guard duty at the palace. Looks up as he hears DISTANT HAWK-LIKE SHRIEKS. <NOTE: This should play a bit like that scene in "The Birds" where the woman sits outside the schoolhouse, not noticing as birds gather for attack.>

MEKANEK - Curious, he EXTENDS his neck for a better look, he pivots his head this way then that. He just turns his head away, as we SEE: 4 specks, growing larger (the dragons) racing in from the clouds, OTS of Mekanek.

LONG DOWNSHOT - DRAGONS' POV - The sun GLINTS off Mekanek's metallic neck. The 4 YOUNG DRAGONS (now much bigger, larger than a horse -- no longer the cute babies they were), dive PAST THE CAMERA INTO SHOT, swooping to the attack.

ON MEKANEK - looking in the wrong direction, neck extended, as the four young dragons suddenly dive toward him FROM BEHIND with FIERCE, HAWK-LIKE SHRIEKS and BREATHING FIRE. ON MEKANEK's alarm, we...

END ACT ONE.



ACT TWO

EXT. ETERNIA PALACE - SUNRISE - CONTINUOUS

WIDE ON MEKANEK - The four Young Dragons dive INTO SHOT with FIERCE, HAWK-LIKE SHRIEKS, talons grabbing at his distended neck, BLASTING FIRE. MEKANEK struggles to reel in his extended neck from the grasping talons of the dragons.

THE DRAGONS start to pull Mekanek upward into the air. They get about 8 feet up, as he struggles, barely managing to GRAB ONTO some tree or part of the palace, trying to stop himself from being pulled skyward -- but it looks hopeless. Suddenly, WIDEN as MAA rushes IN & aims his arm cannon at the dragons!

Mekanek manages to wrench his head free of the dragons' grasp, reeling it in. MAA FIRES A SERIES OF BLASTS.

PAN WITH THE FOUR YOUNG DRAGONS - As Man-At-Arms ARM CANNON BLASTS EXPLODE around them, clearly meant to scare them off, not wound them. They turn and fly off, SHRIEKING ANGRILY -- allowing MEKANEK to jump down to the ground.

MEKANEK CRACKS his neck to adjust it, as MAA ENTERS SHOT.

MEKANEK

Those dragons are a real pain in the... well, you know. Why did they attack me?

MAN-AT-ARMS

Because of your neck. Dragons are attracted to shiny objects.

CLOSE ON MAA - half turns, looking grimly off to the sky.

MAN-AT-ARMS

We've got a dragon problem.

WIPE TO:

EXT. VILLAGE OF FELIS QADI - DAY

ON GROUP - Adam & Teela sit astride their Sky Sleds, listening respectfully to the tribal chief CARNIVUS as a FEW

QADIAN VILLAGERS look on. CRINGER'S in the back of Adam's Sky Sleds, eyeing the cat people skeptically. Adam wears the Great Seal of Eternia around his neck -- Teela the gown, very uncomfortable. DESIGN NOTE: CARNIVUS & THE VILLAGERS ARE CAT-PEOPLE -- HUMANOID VERSIONS OF LIONS, LEOPARDS, ETC. <<NO PANTHERS, PLEASE, since we have a PANTHOR character.>>

CARNIVUS

We accept King Randor's offer of an alliance.
Together we will stand against Skeletor and his evil.

Teela and Adam START UP THE SKY SLED ENGINES.

ADAM

(to Carnivus) Your words are wise, Carnivus. I'll
tell my Dad, er, King Randor. (then) Farewell.

As Carnivus and the villagers wave in farewell, Adam and Teela turn their Sky Sleds, and fly OUT OF SHOT, with Cringer riding on the back of Adam's Sky Sled.

EXT. PROMONTORY OVERLOOKING VILLAGE - MOMENTS LATER

ON PROMONTORY - Adam (with Cringer on the back of his sled) & Teela fly up the slope on Sky Sleds & stop on the promontory.

TEELA - frowning, pulls the formal gown off over her head, revealing her normal warrior's costume underneath...

TEELA

Cramping my style.

...tosses the gown OUT OF SHOT. PAN TO ADAM as the gown hits him in the face and drapes over his head. Adam pulls the dress off his head and grins at Teela.

ADAM

Gee, and I thought it was "really you." The color
brought out the rosy glow of your cheeks.

TEELA shoots Adam a withering look & ROARS OFF on her Sled.

TEELA

Eat my dust.



A moment later, Adam follows her, with Cringer clinging to the back of his Sky Sled.

EXT. ETERNIA OUTDOOR MARKET - DAY

ON SHOPKEEPER AND FEMALE SHOPPER - at the outdoor bazaar in Eternia. In the FG, the SHOPKEEPER's stall displays jewelry, and he holds up a necklace for the FEMALE SHOPPER. In the BG, we can see other stalls and other SHOPPERS.

TIGHT ON THE NECKLACE - as it GLINTS in the sun as the shopkeeper holds it out.

SHOPKEEPER (O.S.)

Ah... Just look at the quality. See how it shines?

ON SHOPKEEPER AND FEMALE SHOPPER - Suddenly they look up in alarm as they hear FIERCE, HAWK-LIKE SHRIEKS OS.

UPSHOT ON YOUNG DRAGONS - SHOPKEEPER'S POV - The four young dragons dive TOWARD THE CAMERA, BREATHING FIRE. NOTE: THE YOUNG DRAGONS ARE NOW BIGGER THAN HORSES.

DOWNSHOT WIDE - SHOPPERS flee in terror, SCREAMING, as three dragons fly down INTO SHOT, slashing and burning -- BREATHING FIRE, RIPPING tents, CRUSHING stalls with talons.

SHOPPERS

<terrified SCREAMS>

TRACK THE SHOPKEEPER - as he turns and runs in terror -- still carrying the necklace, which GLINTS in the sun.

UPSHOT - PANNING WITH YOUNG DRAGON #4 - With a ROAR, Dragon #4 banks and dives down TOWARD THE CAMERA.

TRACK THE SHOPKEEPER - Young Dragon #4 swoops down INTO SHOT and grabs the shopkeeper in his talons, carrying him off as the Dragon MATCHES THE TRACK. But suddenly a BLAST hits the dragon and he drops the shopkeeper.

ON MAN-AT-ARMS, RAM MAN, MEKANEK, AND MAN-E-FACES - at the ready beside a melon cart. The shopkeeper falls INTO SHOT and SPLATS into the melon cart, crushing melons, sending juice and pulp flying. Man-At-Arms calls to the other Masters.

RAM-MAN

Hey, we scared them off...

RAM-MAN

I'm not so sure of that!

Man-At-Arms, Mekanek, and Man-E-Faces charge to the attack.

RAM MAN AND THE MELON CART - As the shopkeeper, dripping melon juice climbs out of the cart and runs off, Ram Man grabs the cart by its handles and, swinging it around like an Olympic hammer-thrower, hurls it OUT OF SHOT.

A YOUNG DRAGON - The melon cart is thrown INTO SHOT and CRASHES into the dragon's chest, smashing to splinters.

MAN-AT-ARMS - Diving and rolling, he avoids BLASTS OF DRAGON FIRE. Coming out of a roll onto his knees, he FIRES a WRIST CANNON BLAST up at a dragon.

MEKANEK - Moving acrobatically, trades blows with another Young Dragon, blocking the dragon's talon strikes with his club as the dragon hovers in the air.

MAN-E-FACES - uses his battle spear (or sword?) to vault onto a stall beside a Young Dragon which has landed. When the surprised dragon turns to see, Man-E CHANGES INTO MONSTER MODE and --

The startled Dragon SCREECHES IN ALARM and takes to the air.

DOWNSHOT - Man-At-Arms, Ram Man, Mekanek, and Man-E-Faces acrobatically dodge BLASTS OF DRAGON FIRE from the circling and swooping Young Dragons, FIRING BACK BLASTS of their own. PULL BACK SLIGHTLY as a Doomseeker glides PAST THE CAMERA INTO SHOT in the FG and hovers above the action.

CUT TO:

INT. SNAKE MOUNTAIN - DAY - CONTINUOUS

TRI-KLOPS AND SKELETOR - Tri-Klops, monitoring the Doomseeker, is distraught as we see on the monitor the Young Dragons, BREATHING FIERY BLASTS.

TRI-KLOPS
(distraught)

They're chasing my Doomseeker!

SKELETOR

Yes, this is working out quite nicely. Have the Doomseeker lead the dragons to Grayskull. They will breach its walls for me!

FAVOR EVIL-LYN and TRAPJAW - who is puzzled.

TRAPJAW

Uh, even if the Doomseeker does lure 'em to Grayskull, what's to make the dragons attack the castle? It ain't shiny.

EVIL-LYN

(sly) Just leave that to me.

With a conjuror's circular wave of her staff, Evil-lyn MATERIALIZES A GLOWING BALL OF LIGHT. We PAN WITH THE BALL OF LIGHT as it flies slowly across the room and out a window.

WIPE TO:

EXT. CASTLE GRAYSKULL - DAY

WIDE ON A WINDOW - The SORCERESS appears in the window, looking out with concern.

LONG SHOT - OTS SORCERESS - We see in the far distance in the direction of Eternia flame and smoke trails in the sky.

ON THE SORCERESS - She places a hand to her head, concentrating.

SORCERESS

Prince Adam. Hear me.

CUT TO:

EXT. THE FOREST - DAY - CONTINUOUS

TRACK ADAM AND TEELA (ON THEIR SKY SLEDS) - as they weave through the forest. Cringer rides on Adam's Sky Sled, balanced on the back. ADAM reacts surprised as he suddenly hears the telepathic voice of the Sorceress.

SORCERESS (V.O.) (CONT'D)

Castle Grayskull is in danger. Dragons are poised to attack.

CLOSE ON ADAM - He looks off with concern, glances back at Teela, then makes a decision.

ADAM

We've gotta go to Grayskull.

TEELA looks at Adam like she thinks he's lost his mind.

TEELA

What're you talking about?

ADAM

I don't know. I just... feel like something's not right.

ADAM suddenly floors his Sky Sled and, with a ROAR OF ENGINES, he flies off through the trees, Cringer clinging onto the back of his Sky Sled. HOLD ON TEELA - who frowns -- and then ROARS OFF on her Sky Sled after Adam.

EXT. ETERNIA OUTDOOR MARKET (PARTIALLY BURNED) - DAY

WIDE - STRATOS flies INTO SHOT and lands beside Man-At-Arms and the other tired and singed Masters in the charred and wrecked market. Orko has joined Man-At-Arms and the other Masters -- now that the dragons are gone.

STRATOS

(moment of male comradery)

Well, What's happened, Man-At-Arms? I return from Avion to find you've let Skeletor destroy half of Eternia.

MAN-AT-ARMS

(grins ruefully)

Not Skeletor. Four young dragons. (growing serious) If we don't take care of this, lives could be lost.

STRATOS

Hmmm... I've fought dragons. Nasty beasts. Where did they come from?

ORKO moves in, offering helpfully:

ORKO
Dragon mothers!

MAN-AT-ARMS
(interrupting, to others)
Thank you Orco, It's not important how they got here. What matters is how do we drive them away?

GROUP - FAVORING MEKANEK - Mekanek stretches his neck for a better look at something in the distance.

MEKANEK
Well, *that* seems to be working pretty well.

All the others turn to SEE: LONG ON THE FOUR YOUNG DRAGONS - Swarming in the air, the four dragons finally tear the Doomseeker apart. But suddenly, the GLOWING BALL OF MAGICAL ENERGY that Evil-Lyn conjured up ENTERS SHOT & sails past the dragons. With EAGER HAWK-LIKE SHRIEKS, the dragons chase after the ball of magical energy.

MAN-AT-ARMS - uses his mace sensor.

MAN-AT-ARMS (O.S.)
A magic nimbus. No doubt Evil-Lyn's handiwork.
<moving his mace sensor, he tracks the nimbus>
Heading for Grayskull!

EXT. CASTLE GRAYSKULL - DAY

GRAYSKULL - The GLOWING BALL OF MAGICAL ENERGY leads the four Young Dragons to the castle door. The ball hits near the door -- and BLOWS UP, blocked by a MAGICAL FORCE FIELD.

CLOSER ON THE DRAGONS - WITH FIERCE ANGRY SHRIEKS, they attack the force field guarding the door with FIRE BLASTS, hurling themselves against it; they think the ball is inside.

WIDE - Adam & Teela swoop down on their Sky Sleds, seeing the four Young Dragons attacking Grayskull's front, ROARING and BREATHING FIRE. Cringer rides on the back of Adam's sled.

TEELA
(looking at Adam)
Dragons.... How did you know?

ADAM

I didn't --(vamping) I...saw a plume of smoke.

A GLINT OF SUNLIGHT hits Teela's Sled & the dragons now have a new target: they take off after Teela. TRACK TEELA & ADAM (ON SLEDS) - as Teela does an evasive maneuver, dodging FIRE BLASTS, Adam veers OFF, seeming to flee the battle.

TEELA

We've gotta -- ! (then) Adam?!

ADAM

(calls, lying) Something's wrong with my Sky Sled!
Losing power!

But then she has to throw her Sky Sled into a sideslipping "skid" to avoid a BLAST OF DRAGON FIRE. Teela rights her Sky Sled and FIRES A LASER BLAST from the Sled's lasers.

ON ONE OF THE DRAGONS - It's hit by Teela's LASER BLAST.

PAN WITH TEELA - Putting the Sky Sled in a tight turn she rams a Young Dragon with a CRASH, but keeps on going.

TRACK TEELA (ON SKY SLED) - A third Young Dragon swoops down on her, almost knocking her off her vehicle. She swoops up to avoid an attack from the fourth Young Dragon.

EXT. THE OTHER SIDE OF THE ABYSS FROM GRAYSKULL - DAY

ADAM - lands his Sky Sled on the edge of the cliff across the abyss from Castle Grayskull. Cringer leaps to the ground. Adam raises his sword and TRANSFORMS INTO HE-MAN.

ADAM/HE-MAN

By the power of Grayskull./I have the power!

EXT. CASTLE GRAYSKULL: ROOF - DAY

TRACK TEELA (ABOARD SKY SLED) - flying and swooping among the battlements of Grayskull's roof, using them as cover to elude the dragons, which chase her, BREATHING FIRE.

CLOSER - TRACKING TEELA - She pulls a coil of rope from a storage compartment on her Sky Sled, twirls it expertly, and throws the rope loop, lassoing one of the Young Dragons.

TEELA - HOVERING - loops the rope around part of her Sled, like a cowboy using a saddle horn to control a roped steer.

WIDER - The other dragons APPEAR IN FORMATION to attack the hovering Teela...and it looks like curtains, when... HE-MAN and BATTLECAT race in on "Adam's" Sky Sled. Teela sees He-Man.

TEELA

He-Man!

HE-MAN

Ran into Adam. Borrowed his Sky Sled. Nice kid.

HE-MAN leaps from the Sky Sled, grabbing one fierce Young Dragon by the tail, in mid leap. Landing on the roof of the castle, he swings the dragon around & hurls it into another dragon, leaving them stunned.

WIDER ON HE-MAN - The remaining Young Dragon attacks He-Man with FIRE BLASTS, which he fends off with his Sword, even as BattleCat leaps from the Sky Sled and scares the Dragon back so it whumps its head on an arching buttress and gets woozy.

TEELA AND THE LASSED DRAGON - Teela uses her Sky Sled to zip around the lassoed dragon, so that it "winds up" hog-tied."

HE-MAN AND BATTLECAT - Teela descends INTO SHOT and lands her Sky Sled beside He-Man and Battlecat.

TEELA

(cocky) Dragons aren't as tough as people say.

But then they react, looking up in alarm as they hear a TREMENDOUS HAWK-LIKE SCREECH!!!

MOTHER DRAGON - The MOTHER DRAGON flies in (the creature Adam saved in the cave, though neither He-Man, Teela, nor we know it). She's the size of a whale -- and she SHRIEKS FURIOUSLY.

TRACK THE MOTHER DRAGON - She swoops down and BREATHES FIRE at the lassoed dragon, setting it free.

TEELA

(awed, nervous) I stand corrected.

UPSHOT - PANNING WITH MOTHER DRAGON - She turns back toward He-Man and Teela & sends down a hail of FURIOUS FIRE.

HE-MAN AND TEELA - He-Man jumps in front of Teela and KNOCKS THE EXPLOSIVE BLAST BACK OUT OF SHOT with his shield.

PAN WITH TEELA - She leaps back onto her Sky Sled and swoops up to the attack, but the POWERFUL FLAPPING WINGS of the Mother Dragon cause a downdraft so hard that Teela's Sky Sled crashes onto the roof of Grayskull, SKIDDING and jackknifing, SMASHING into a wall and sending Teela flying out of the vehicle, dazed.

TEELA
<IMPACT GRUNT>

ON TEELA - lying dazed on the roof. The Mother Dragon lands behind her, looming over Teela, about to incinerate her. OFF Teela's look of fear, we...

END ACT TWO
ACT THREE

EXT. CASTLE GRAYSKULL: ROOF - DAY

ANGLE - The Mother Dragon is about to make barbecue out of Teela, when she suddenly stops & looks behind her, puzzled. WIDEN TO REVEAL - HE-MAN has her by the tail! But then we PAN WITH HE-MAN as a mighty flick of her huge tail sends him hurtling HARD into a roof wall -- large stones shaking loose.

HE-MAN
<IMPACT GRUNT>

CLOSER ON HE-MAN - He-Man shakes off his daze, grabs a huge stone, and hurls it at the Mother Dragon.

THE MOTHER DRAGON AND DAZED TEELA - The huge stone CLANKS off the armored scales of the dragon's gut. Barely fazed, but angry, the dragon retaliates with HUGE FIRE BLASTS.

ANGLE ON HE-MAN - With a series of balletic moves, He-Man leaps over the various FIRE BLASTS, then with a last MIGHTY CRY OF EXERTION, he uses his shield to knock the last FIRE BLAST back OUT OF SHOT toward the Mother Dragon.

THE MOTHER DRAGON - rears back, dodging her head to one side as the FIRE BLAST barely misses her.

THE DRAGON MOTHER angrily rears up and HOVERS, then LETS LOOSE with a COLOSSAL BLAST of FIRE...



HE-MAN gets BLASTED BACK, as if by an exploding FURNACE...& CRASHES into a wall so hard that his sword CLATTERS onto the roof nearby.

HE-MAN
<IMPACT GRUNT>

ON HE-MAN - Lying on his back, dazed, He-Man reaches for his sword -- but the dragon's huge foot steps on his arm! He's pinned to the roof, the dragon staring him right in the face.

UPSHOT ON MOTHER DRAGON'S FACE - HE-MAN'S POV - She DRAWS IN A BREATH for a fire blast -- (it looks like it's over for our hero), but then hesitates.

CLOSER - MOTHER DRAGON SNIFFS He-Man, looks puzzled. He-Man notes her injured talon (remembering the cave stuff as Adam.)

HE-MAN
(sotto) You? From the cave...

TEELA staggers to her feet, recovering, to see the Dragon & He-Man, noting with amazement the dragon sparing him.

WIDE ANGLE - The young dragons are recovering, and one of them starts to attack He-Man, SHRIEKING at him. But the mother dragon ROARS at it, and it stops.

WIDE - With a MIGHTY FLAPPING OF WINGS, the Mother Dragon heads off and the four Young Dragons dutifully follow...off towards the treetops of Evergreen Forest.

TEELA reaches He-Man and helps him to his feet.

TEELA
He-Man, are you...

HE-MAN
I'm fine.

But then they react with alarm as they hear:

SKELETOR (V.O.)
But not for long, I'm pleased to say.

REVEAL - Skeletor and his minions rising up into view from alongside the wall of the castle -- Skeletor and Panthor ride atop the Serpintaur, flanked by Beast-Man, Evil-Lyn, Tri-klops, Trap-Jaw, and Whiplash on Griffins.



CUT TO:

EXT. EDGE OF EVERGREEN FOREST - DAY - CONTINUOUS

THE MOTHER DRAGON AND FOUR YOUNG DRAGONS - The Mother Dragon and the four Young Dragons now in the distance flying off. The Mother Dragon picks up a "scent," SNIFFING, and glances back.

HER KEEN DRAGON-VISION POV - ZOOM - She sees the Serpintaur and GROWLS ANGRILY.

THE MOTHER DRAGON AND FOUR YOUNG DRAGONS - With a HAWK-LIKE CALL, the Mother Dragon sends the four Young Dragons flying off into the forest and then she makes a swooping turn, heading back TOWARD THE CAMERA.

CUT TO:

EXT. CASTLE GRAYSKULL: ROOF - DAY - CONTINUOUS

UPANGLE - FAVORING SKELETOR (RIDING SERPINTAUR) - Skeletor aims his Havoc Staff down AT THE CAMERA and waves his evil

minions to the attack with his other hand (we can see them aboard their Griffins hovering behind him) --

SKELETOR

Attack!

Skeletor FIRES A BLAST AT THE CAMERA from his Havoc Staff as his minions dive to the attack aboard their Griffins.

DOWNANGLE - PANNING WITH TEELA - Acrobatically, she backflips across the roof, dodging the BLAST and other BLASTS that track her across the roof.

TRI-KLOPS (RIDING GRIFFIN) FIRES A GAMMAVISION BLAST at OS.

HE-MAN - knocks aside Tri-klops' GAMMAVISION BLAST with his sword as Whiplash flies INTO SHOT on his Griffin. Whiplash leaps from the Griffin onto the roof behind He-man.

WHIPLASH - arches his tail like a scorpion about to strike --

-- and LASHES out. HE-MAN whirls around at the last moment, then grabs Whiplash by the tail and swings him around --



-- and sends Whiplash spinning away. FOLLOW WHIPLASH until he CRASHES into Tri-Klops.

ON TEELA twirls her staff martial arts style as she faces Panthor, who is crouched, ready to spring at her.

Panthor SNARLS VICIOUSLY, but suddenly BATTLECAT leaps INTO SHOT at Panthor and we have the beginning of a ferocious ROARING CAT FIGHT.

EVIL WARRIORS take a fierce position -- ready for battle... when A SHADOW FALLS and they look...

DRAMATICALLY REVEAL - THE MASTERS racing in to counter-attack (we see MAA, Mekanek, Man-E-Faces & Ram-Man in WINDRAIDER, while Stratos flies beside the vehicle). MAA, Mekanek, Man-E-Faces, and Ram-Man leap from the Windraider even before it comes to a stop as Stratos dives down to attack.

MAA uses his mace to trade blows with TrapJaw -- until Man-E-Faces (in to Monster mode) RACES INTO SHOT & trades blows with Beast-Man, who was about to grab MAA from behind.

RAM-MAN SMASHES into Whiplash sending him flying across the roof.

WHIPLASH

<pained GRUNT>

RAM-MAN

Heads beats tails every time!

MEKANEK evades BLASTS from Tri-Klops with his darting neck even as he gets a BLAST in of his own.

HE-MAN hurls Teela's smashed Sky Sled & knocks Skeletor off the Serpintaur.

SKELETOR

<IMPACT GRUNT>

SKELETOR AND SERPINTAUR - Skeletor leaps to his feet and waves Serpintaur on to the attack with his Havoc Staff.

SKELETOR

Destroy them!

Serpintaur charges off.

HE-MAN flips & spins acrobatically warding off Serpintaur's attack with sword & shield. He runs up a wall & flips back, getting behind Serpintaur. When Serpintaur turns & strikes at He-Man with its fangs, He-Man leaps aside -- & Serpintaur SMASHES its head through a low parapet wall. The Serpintaur is stuck and thrashes angrily, ROARING AND HISSING.

EVIL-LYN attempts to blast MAA with her staff, but Teela somersaults IN, grabs Evil-Lyn's staff, and they grapple.

TEELA

(as they tussle) You're not related to those dragons, are you? Seems to be a family resemblance.

STRATOS AND WHIPLASH - Stratos flies past Whiplash, getting him to SMASH a buttress with his tail -- which sends the rest of the buttress CRASHING down onto Whiplash...just as Skeletor BLASTS Stratos, knocking him out of the air.

STRATOS

<IMPACT CRY>

FAVOR SKELETOR - triumphantly brandishing his Havoc Staff, he calls out to his minions.

SKELETOR

The Masters are weakened! Now destroy them!

SERPINTAUR pulls his head from the parapet wall, TEARING STONES FROM THE WALL, and rears over He-Man, ready to tear him limb from limb. Suddenly the Serpintaur and He-Man look up as we hear the Mother Dragon's ANGRY SCREECHING ROAR.

UPSHOT ON MOTHER DRAGON - SERPINTAUR'S POV - The Mother Dragon dives down TOWARD THE CAMERA, fierce, crazed, and ferocious. HUGE DOWNDRAFT from the flapping of wings.

HE-MAN AND SERPINTAUR - Suddenly, the Mother Dragon swoops THRU THE SHOT, SMASHING into the Serpintaur, carrying him into the air in a swirling dog-fight.

WIDE - Everyone watches the unbelievable clash of titans in awe -- as they square off, trading blows with tails and talons, the Mother Dragon BLASTING the Serpintaur with its fire breath. They rise into the air in a swirling aerial dog-fight, the Mother Dragon BREATHING FIRE as they SMASH into Grayskull's towers, sending rocks and debris raining down.

HE-MAN AND THE MASTERS - struggle to their feet, dodging errant FIRE BLASTS and the rocks and debris falling down.

STRATOS

A dragon, fighting on our side? Now I've seen everything!

SKELETOR AND HIS MINIONS - hunker down beneath the falling stones and debris, trying to shield themselves. BeastMan has his butt singed by an errant FIRE BLAST. EVIL-LYN waves at the air in disgust, smelling his singed fur.

MOTHER DRAGON AND SERPINTAUR - With a last BLAST OF FIERY BREATH and a SMASH of her tail, the Mother Dragon dazes Serpintaur, who starts to fall from the sky.

DOWNSHOT ON THE ABYSS SURROUNDING GRAYSKULL - The Mother Dragon hovers triumphantly, watching as the dazed Serpintaur plummets, disappearing into its bottomless depths.

SKELETOR turns to his hunkered minions, exhorting them:

SKELETOR

Get up, you cowards! Attack!

ON HE-MAN AND THE MASTERS - The Mother Dragon flies in and lands on the roof, taking her place alongside the Masters.

TRAP-JAW AND SKELETOR - Trap-Jaw backs up nervously, and then climbs aboard a Griffin, calling to Skeletor.

TRAP-JAW

We can't fight He-Man, the Masters, *and* a dragon!

Skeletor scrambles aboard the Griffin behind Trap-Jaw.

SKELETOR

Bah!!!

WIDE - As Skeletor & TrapJaw take off on the Griffin, the rest of Skel's minions scramble aboard Griffins & take off.

SKELETOR (CONT'D)



(furious) Worthless fools! Couldn't even defeat one little dragon!

EXT. ROOF OF CASTLE GRAYSKULL - MOMENTS LATER

ON MASTERS - FAVORING TEELA AND STRATOS - As the exhausted Masters gather around, Stratos drinks from a leather canteen and then holds it out to Teela. MAA enters shot.

STRATOS
(SATISFIED SIGH) Dodging dragon fire is thirsty work.

Teela takes the leather canteen and starts to drink, but then hesitates, looking around, just as...

TEELA
Where's He-Man?

WIDER - ...Adam flies INTO SHOT on his Sky Sled and lands beside Teela, Stratos and MAA.

ADAM
Oh ah...He said to say good-bye.

ADAM gets off his Sky Sled and faces Teela with a shrug, defensive, explaining. MAN E enters, taking the canteen, and pivots to all 3 faces, each of which take a drink.

ADAM
Well, There was only room for one on the Sky Sled. I thought you'd rather have He-Man backing you up than me.

Teela - not quite buying this, but puzzled by something else:

TEELA
I wanted to ask He-Man why the dragon spared him and helped us. (narrows eyes) I'm sure it was the same creature we helped in the cave.

ADAM
(changes subject, nervously)
Who can keep track? Seen one dragon, seen 'em all.

TEELA - not to be deterred, narrows her eyes, musing.

TEELA

Just when the dragon was about to destroy He-Man, it stopped.

MAN-AT-ARMS - overhearing and not liking where this is going.

MAN-AT-ARMS

Ah, Maybe the dragon performed a kind act because it remembered that someone had been kind to *it*.

TEELA

But it wasn't *He-Man* who was kind to the dragon -- it was Adam.

MAA takes the canteen from Man E Faces, and holds it up.

MAN-AT-ARMS

Kindness is like a canteen: what one person pours into it --<takes a drink> -- others may drink.

RAM-MAN

(eyes the canteen)

Not if you don't pass it around.

MAA cocks an eyebrow at Ram Man, who reacts a bit sheepishly.

Man-At-Arms tosses him the canteen and a sheepish Ram Man drinks -- as Adam, Teela, and all the other Masters laugh. Ram Man eventually joins in.

ALL THE MASTERS

<LAUGH>

FADE OUT.

THE END**

FADE IN:

EXT. PALACE OF ETERNIA - MORAL TAG

HE-MAN stands with the main gate of the palace visible in BG.

HE-MAN



(toa camera) Kindness is an amazing thing -- the more you give, the more you receive. And as Teela and I learned, a simple act of kindness can come back to help you when you least expect it.

Suddenly Orko POPS INTO SHOT, with 4 eggs (not dragon eggs) then starts juggling as He-Man looks at him uncertainly.

ORKO

Hey He-Man! Check it out! I got this jugglin thin down! At no time do my hands ever leave my wrists!

HE-MAN

(wary) Not dragon's eggs again.

CLOSER ANGLE ON ORKO AND HE-MAN - Orko loses control of the eggs and they SPAT ONE AFTER ANOTHER ONTO HIS HEAD.

ORKO

<juggling, then loses control>
No way! These are -- WOOPS!
(dripping egg slime)
Just plain eggs.

OFF HE-MAN - trying not to laugh, we...

FADE OUT.

